

ACCEPTANCE SUPPLEMENT NO. 1
RAILROAD EQUIPMENT LEASE AGREEMENT DATED AS OF
June 11, 1975

By and Between
ARMCO CAPEQUIP CORPORATION

As Lessor

And

SEABOARD COAST LINE RAILROAD COMPANY
As Lessee

7959-A
RECORDATION NO. Filed & Recorded
PM

JUL 23 1975 - 2 55 AM

INTERSTATE COMMERCE COMMISSION

The Undersigned Lessor and Lessee under the Railroad Equipment Lease Agreement described in the caption hereof (the "Lease") hereby acknowledge and agree that the Items of Equipment described in this Acceptance Supplement have been delivered to and are now in the possession of and have been unconditionally accepted by the Lessee under and pursuant to and subject to all the terms and conditions of the Lease and that the following is the description and location of delivery of said Items, the expiration date of the Lease term for said Items, the rent, the Stipulated Loss Value with respect to said Items.

DESCRIPTION AND LOCATION OF EQUIPMENT

The description and the location of delivery of the Items of Equipment covered by this Acceptance Supplement are set forth in Exhibit "A" attached hereto and incorporated by this reference. The Lessor and the Lessee acknowledge and agree that the cost of each separate Item of Equipment for purposes of computing the Stipulated Loss Value thereof is the cost set forth in said Description.

EXPIRATION DATE OF TERM

January 14, 1984

RENT

\$790,602.68 payable in thirty-four (34) quarterly payments each in the amount of \$23,253.02 and each payable in arrears, commencing on the 15th day of October 1975, and on the 15th day of each third month thereafter.

STIPULATED LOSS VALUE

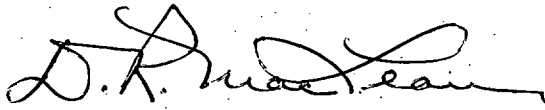
The Stipulated Loss Value of the Equipment shall be the sum of (i) the product in dollars of the amount shown on Exhibit A to this Acceptance Supplement as the Cost of the Item or Items of Equipment with respect to which the Stipulated Loss Value is payable under the Lease and the percentage set forth on Schedule 2 to the Lease which is appropriate to the number of rent installments Lessee has actually paid to Lessor, and (ii) all taxes, fees, interest and other charges, if any, imposed or assessed in connection with or under the Lease with respect to said Item or Items of Equipment.

DATED: July 15, 1975

LESSOR:

ARMCO CAPEQUIP CORPORATION

By

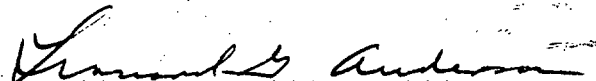


Its Vice President

LESSEE:

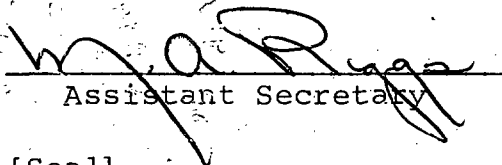
SEABOARD COAST LINE RAILROAD COMPANY

By



Its Vice President and Treasurer

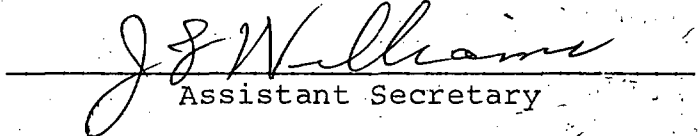
ATTEST:



Assistant Secretary

[Seal]

ATTEST:



Assistant Secretary

[Seal]

COMMONWEALTH OF VIRGINIA)
) SS
CITY OF RICHMOND)

On this 15th day of July, 1975, before me personally appeared Leonard G. Anderson, to me personally known, who being by me duly sworn, says that he is the Vice President and Treasurer of SEABOARD COAST LINE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

C. W. Whitehurst Jr.
Notary Public

My commission expires:
April 30, 1979

STATE OF OHIO)
) SS
COUNTY OF BUTLER)

On this 15th day of July, 1975, before me personally appeared D. R. MacLean, to me personally known, who being by me duly sworn, says that he is a Vice President of ARMCO CAPEQUIP CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy Jean Sherman
Notary Public
DOROTHY JEAN SHERMAN, Notary Public
BUTLER COUNTY, OHIO
My Commission Expires October 14, 1976

My commission expires:

EXHIBIT A
to
ACCEPTANCE SUPPLEMENT NO. 1
Of That Certain
RAILROAD EQUIPMENT LEASE AGREEMENT DATED AS OF
June 11, 1975
By and Between
ARMCO CAPEQUIP CORPORATION
As Lessor
And
SEABOARD COAST LINE RAILROAD COMPANY
As Lessee

<u>Description of Equipment</u>	<u>Delivery Location</u>	<u>Unit Cost</u>	<u>Total Cost</u>
48 Coal Hoppers	Tampa, Fla.	\$ 8,505.00	\$408,240.00
77-ton Coal Hoppers Numbered: SCL 162650, 162667, 162670, 162674, 162676, 162677, 162686, 162688, 162717, 162726, 162737, 162739, 162744, 162745, 162755, 162757, 162759, 162785, 162786. 162681-162684, 162710-162715, 162749-162753, 162763-162765, 162790-162800, (all numbers are inclusive)			
14 Covered Hoppers	Waycross, Ga.	5,230.00	73,220.00
77-ton Covered Hoppers Numbered: SCL 200900-200913 (both inclusive)			
8 Stumpwood Gondolas	Waycross, Ga.	5,635.00	45,080.00
55-ton Stumpwood Gondolas Numbered: SCL 130951-130958 (both inclusive)			
14 Gondolas	Waycross, Ga.	5,822.00	81,508.00
77-ton Gondolas Numbered: SCL 133650-133663 (both inclusive)			

Lessee warrants that the cost of reconstruction of each Unit is equal to or greater than 94.364% of the Unit cost set forth herein.